

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re: )  
TOWN SPORTS INTERNATIONAL, LLC, *et al.*,<sup>1</sup> ) Chapter 11  
Debtors. ) Case No. 20-12168 (CSS)  
 ) (Jointly Administered)  
 )  
 ) **Re: Docket Nos. 160, 208, 639**

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**NOTICE OF FILING OF SCHEDULE 2.6(B) TO ASSET PURCHASE AGREEMENT**

**PLEASE TAKE NOTICE** that, on October 2, 2020, Town Sports International, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of an Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors’ Assets Free and Clear, and (VI) Granting Related Relief* [Docket No. 160] (the “Bidding Procedures Motion”)<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that, on November 4, 2020, the Bankruptcy Court entered that certain *Order (I) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (II) Authorizing the Debtors to Enter Into the Asset Purchase Agreement, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 639] (the “Sale Order”) authorizing and approving the sale of substantially all of the Debtors’ assets pursuant to that certain Asset Purchase Agreement, dated October 26, 2020 (the “Asset Purchase Agreement”), by and among Town Sports International, LLC (the “Company”), and the direct and indirect Subsidiaries of the Company identified on Schedule A to the Asset Purchase Agreement (collectively, the “Sellers”), and New TSI Holdings, Inc. (the “Buyers”). The Asset Purchase Agreement was attached to the Sale Order.

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<sup>1</sup> The last four digits of Town Sports International, LLC’s federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. A complete list of all the Debtors in these jointly administered cases, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Debtors’ claims and noticing agent at <http://dm.epiq11.com/TownSports>.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall be given the meanings ascribed to them in the Bidding Procedures Motion.

**PLEASE TAKE FURTHER NOTICE** that attached hereto is the final Schedule 2.6(b) to the Asset Purchase Agreement, which identifies the various leases and contracts of the Sellers that were assigned to the Buyers.

Dated: December 30, 2020  
Wilmington, Delaware

*/s/ Sean T. Greecher*

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**Schedule 2.6(b) – Designated Contracts and Assumed Leases**

1. Billing Services Agreement, by and between ABC Financial Services, LLC and TSI Cash Management LLC dba TapOut Fitness, dated as of October 18, 2018.
2. Master Agreement for Professional Services, by and between Accelirate and Town Sports International, LLC, dated as of August 20, 2018 and related Professional Services (Time and Material) Schedule.
3. Domo Services Agreement, by and between Town Sports International LLC and Domo, Inc., dated as of April 24, 2019 and related Service Order, by and between Domo, Inc. and Town Sports International, dated as of April 25, 2019.
4. Master Services Agreement, by and between Fusion Connect, Inc. and Stuart Steinberg, dated as of January 27, 2020.
5. Master Equipment and Services Agreement, by and between Town Sports International, LLC and Hughes Network Systems, LLC, dated as of December 26, 2019.
6. ClubConnect Agreement, by and between IDEA Health and Fitness, Inc. and Town Sports International, LLC, dated as of August 1, 2014.
7. Kronos Workforce Ready - Software as a Service Terms and Conditions, by and between Town Sports International and Kronos, dated as of June 20, 2017.
8. Multi-Location Service Agreement, by and between McGraw Communications, Inc. and Town Sports International, dated as of August 1, 2010.
9. New York City Fire Alarm Monitoring Agreement, by and between Metrodial and New York Sports Club, dated as of November 26, 2019.
10. MotionSoft Statement of Work and Order Form, by and between MotionSoft, Inc. and Town Sports International, LLC, dated as of August 29, 2012.
11. Master Services Agreement, by and between ADP, Inc. and Town Sports International, LLC, dated as of May 15, 2000, as amended by that certain Amendment to Master Services Agreement, dated as of September 9, 2010, as further amended by that certain Second Amendment, dated as of September 30, 2013, as further amended by that certain Third Amendment, dated as of February 26, 2015, as further amended by that certain Fourth Amendment to Master Services Agreement dated as of December 21, 2015, as further amended by that certain Fifth Amendment to Master Services Agreement, dated as of April 13, 2016, as further amended by that certain Sixth Amendment to Master Services Agreement, dated as of September 19, 2019.
12. Quotation DIGQ4146, by and between Digiscribe and Town Sports International, dated as of March 23, 2016.
13. NCAC Credit Card Agreement, by and between Morpho Trust USA, LLC and Town Sports International, dated as of May 14, 2018.
14. Delaero - TSI Agreement, by and between Dalaero, Inc. and Town Sports International, dated as of June 19, 2017.
15. Visual Lease Software Subscription Agreement, by and between Visual Lease, LLC and Town Sports International, LLC, dated as of March 28, 2018, as amended by that certain Visual Lease Subscription Amendment, dated as of September 24, 2018 and the related Visual Lease Supplemental Services Agreement, dated as of September 24, 2018.
16. Tivity Health Agreement, by and between Tivity Health Services, LLC and Town Sports International, dated as of March 20, 2017.

17. Service Agreement, by and between Sterling Infosystems, Inc. and Town Sports International, LLC, dated as of January 24, 2013.
18. Fitness Reimbursement Agreement, by and between OptumHealth Care Solutions, Inc. and Town Sports International, LLC, dated as of June 1, 2011, as amended by that certain Amendment No. 1, dated as of April 1, 2012, as further amended by that certain Amendment No. 2, dated as of December 1, 2015, as further amended by that certain Amendment No. 3, dated as of August 1, 2016, as further amended by that certain Amendment No. 4, dated as of January 1, 2018, as further amended by that certain Amendment No. 5, dated as of January 1, 2018.
19. Service and Expense Agreement, by and between Principal Life Insurance Company and Town Sports International, Inc., dated as of December 15, 2014.
20. Master Services Agreement, by and between RCN Telecom Services, Inc. d/b/a RCN Business Services and Town Sports International, LLC, dated as of December 4, 2008 and related Master Services Agreement Sales Order.
21. Master Services Agreement, by and between Revelwood Inc. and Town Sports International, LLC, dated as of December 13, 2010.
22. License Agreement, by and between TSI South End, LLC and Commonwealth Current Swimming, dated as of August 31, 2020.
23. Master Agreement, by and between TriCore Solutions, LLC and Town Sports International, LLC, dated as of November 20, 2013.
24. TriCore Solutions Services Agreement, by and between TriCore Solutions, LLC and Town Sports International, dated as of November 25, 2013.
25. TriCore Solutions Services Agreement, by and between Town Sports International, LLC and TriCore Solutions, LLC, dated as of August 13, 2015.
26. Claims Administration Services Agreement, by and between K&K Insurance Group, Inc. and Town Sports International, LLC, dated as of May 9, 2013.
27. Summary Invoice, by and between Kaseya and Town Sports International, dated as of December 6, 2019.
28. Master Services Agreement, by and between Rackspace US, Inc. d/b/a Rackspace and Town Sports International, undated, as amended by that certain Term Renewal Agreement, dated as of May 1, 2012.
29. Quotation No. W1066-USE, by and between Entrust, Inc. and Town Sports International, dated as of June 9, 2020.
30. Statement of Work 30870, by and between NTT Security, Inc. and Town Sports International, dated as of November 12, 2019.
31. Quote # Q-39385, by and between Kaseya and Town Sports International, dated as of December 21, 2018.
32. Quote # Q-47173, by and between Kaseya and Town Sports International, dated as of January 22, 2019.
33. RPM Payment Authorization Agreement, by and between RPM and Town Sports International, LLC, dated as of July 8, 2020.
34. Aetna Choice POS II Medical Benefit Plan / Booklet and Aetna Choice POS II Medical Plan - Schedule of Benefits prepared for Town Sports International, LLC, dated as of January 1, 2020.
35. Aetna Choice of POS II Value Option - Schedule of Benefits prepared for Town Sports International, LLC, dated as of January 1, 2020.

36. Aetna Stop Loss Contract, by and between Aetna Life Insurance Company and Town Sports International, LLC, dated as of March 6, 2017.
37. Benefit Resource Combined Service Agreement, by and between Benefit Resource, Inc. and Town Sports International Holdings, Inc., dated as of December 1, 2018 and related Summary Plan Description.
38. Master Services Agreement, by and between Aetna Life Insurance Company and Town Sports International, LLC, dated as of January 1, 2017.
39. Guardian Group Insurance Plan Benefits Certificate of Coverage for Town Sports International, LLC, undated.
40. Master Service Agreement, by and between CareWorks USA and Town Sports International, dated as of March 1, 2017.
41. New York State Disability Policy, by and between Alliant Insurance Services, Inc. (ShelterPoint) and Town Sports International, LLC (Policy Number DBL505933), dated as of January 2, 2018.
42. MetLife Benefit Plan prepared for Town Sports International , dated as of January 1, 2019.
43. Eastern Vision Service Plan, Inc. Client Vision Care Policy prepared for Town Sports International, dated as of January 1, 2019.
44. Aetna Health Inc. (Arizona) Certificate of Coverage for Town Sports International, LLC, dated as of January 1, 2020.
45. Aetna Dental of California Inc. Evidence of Coverage (DMO California Benefit Plan) prepared for Town Sports International, LLC, dated as of January 1, 2020.
46. Aetna Dental Inc. (DMO North Carolina) prepared for Town Sports International, LLC, dated as of January 1, 2020.
47. Aetna Dental Inc. (DMO New Jersey - Primary Care Dentist Services) prepared for Town Sports International, LLC, dated as of January 1, 2020.
48. Aetna Life Insurance Company (DMO - New Jersey - Specialty Care Dentist Services) prepared for Town Sports International, LLC, dated as of January 1, 2020.
49. Aetna Life Insurance Company (DMO) prepared for Town Sports International, LLC, dated as of January 1, 2020.
50. Aetna Dental Inc. (DMO Texas) prepared for Town Sports International, LLC, dated as of January 1, 2020.
51. Aetna Life Insurance Company (Passive PPO Dental - PPO Dental Plan) prepared for Town Sports International, LLC, dated as of January 1, 2020.
52. Aetna Choice POS II Medical Plan - Core Option prepared for Town Sports International, LLC, dated as of January 1, 2020.
53. Agreement of Lease, by and between Richard Chapman and TSI East 76, Inc., dated as of September 22, 1992, as amended by that certain First Amendment to Lease, dated as of October 28, 1992, as further amended by that certain Second Amendment to Lease, dated as of September 19, 1996, as further amended by that certain Amended and Restated First Amendment to Lease, dated as of March 31, 1992, by and between Richard Chapman and TSI East 76, Inc., as further amended by that certain Third Amendment of Lease, dated as of July 31, 2018, by and between Banner Garage, LLC and TSI East 76, LLC, and the related Guaranty by Town Sports International Holdings, Inc., dated as of July 31, 2018.

54. Agreement of Lease, by and between ZKZ Associates, L.P., Gayle Friedland, Merilyn Ava Friedland, Eric Friedland, Melvin Friedland, Elizabeth Friedland, Pamela Friedland and Melvin Friedland as custodians for William Friedland and TSI West 80, Inc., dated as of April 30, 1993, as amended by that certain Lease Modification Agreement, dated as of April 15, 1999, as further amended by that certain Lease Modification and Extension Agreement, dated as of July 1, 2018 and the related Guaranty by Town Sports International, Inc., dated as of April 30, 1993.
55. Lease, by and between Broadway 48th - 49th Street Associates and TSI Broadway, Inc., dated as of August 25, 1994, as amended by that certain Amendment of Lease, dated as of February 26, 1998, as further amended by that certain Amendment of Lease, dated as of September 30, 2003, as further amended by that certain Third Amendment to Lease, dated as of September 21, 2009, as further amended by that certain Letter, dated as of June 26, 2018 and the related Guaranty by Town Sports International, Inc., dated as of August 25, 1994.
56. Retail Lease Agreement, by and between 2251 Wisconsin Avenue, LLC and TSI Glover, LLC, undated, and related Declaration of Reciprocal Easements, Covenants and Restrictions, by 2251 Wisconsin Avenue, LLC, undated.
57. Indenture of Lease, by and between Salvatore and Catherine Pepe, Partners d/b/a Vernon Hills Shopping Center and TSI Scarsdale, Inc., dated as of October 8, 1995, as further amended by that certain Letter dated as of June 5, 2007, as further amended by that certain Letter, dated as of November 18, 2009, as further amended by that certain Letter, dated as of November 1, 2019, as further amended by that certain Letter, dated as of November 26, 2019, as further amended by that certain Letter, dated as of December 16, 2019 and the related Guaranty by Town Sports International, dated as of October 2, 1995.
58. Agreement of Lease, by and between 303 Park Avenue South Associates and TSI East 23, Inc., dated as of May 25, 1995, as amended by that certain Lease Modification Agreement, dated as of April 4, 2001, as further amended by that certain Second Lease Modification and Partial Surrender Agreement, dated as of May 2002, as further amended by that certain Third Amendment to Lease and Partial Surrender Agreement, dated as of October 29, 2015, as further amended by that certain Surrender and Modification Agreement, undated and the related Guaranty by Town Sports International, Inc., dated as of May 25, 1995.
59. Agreement of Lease, by and between Yorkville Towers Associates LLC and TSI East 91, LLC, dated as of December 23, 2009, as amended by that certain First Amendment of Lease and Forbearance Agreement, dated as of April 16, 2020 and the related Guaranty of Lease by Town Sports International, LLC, dated as of December 23, 2009.
60. Agreement of Lease, by and between Tenth City LLC and TSI East 51, Inc., dated as of February 15, 1996, as amended by that certain Lease Modification Agreement, dated as of May 31, 1996, as further amended by that certain Second Lease Modification Agreement, dated as of April 28, 1997, as further amended by that certain Third Lease Modification Agreement, dated as of September 15, 1999, as further amended by that certain Letter, dated as of April 16, 2012, as further amended by that certain Letter, dated as of January 17, 2013, as further amended by that certain Fourth Amendment to Lease, dated as of April 1, 2012, as further amended by that certain Letter, dated as of August 26, 2015 and the related Guaranty by Town Sports International, dated as of February 15, 1996.
61. Lease, by and between Jeffrey L. Randall, Donn A. Randall, and TSI Allston, Inc., dated as of June 27, 1997, as amended by that certain Lease Surrender Agreement, dated as of June 27, 1997, as further amended by that certain Letter, dated as of November 5, 1997, as further amended by that certain Second Amendment to Lease, dated as of December 23, 2013, as further amended by that certain Third Amendment of Lease and Forbearance Agreement, dated as of April 22, 2020, as further amended by

that certain Fourth Amendment to Lease, dated as of July 20, 2020 and the related Guaranty of Lease by Town Sports International, Inc., dated as of June 27, 1997.

62. Lease, by and between Austin-Mayflower, Inc. and TSI Forest Hills, Inc., dated as of June 24, 1996, as amended by that certain Lease Modification Agreement, dated as of May 30, 2003, as further amended by that certain Fourth Amendment to Lease, dated as of February 13, 2015 and the related Guaranty by Town Sports International, Inc., dated as of May 30, 2003.
63. Agreement of Lease, by and between Intercontinental I Bulfinch, LLC and TSI Bulfinch, Inc., dated as of August 11, 1998, as amended by that certain First Amendment to Lease, dated as of September 15, 1998, as further amended by that certain Second Amendment to Lease, dated as of May 1, 2000, as further amended by that certain Third Amendment to Lease, dated as of October 1, 2009, as further amended by that certain Letter, dated as of April 20, 2017, as further amended by that certain Fourth Amendment to Lease, dated as of November 21, 2017 and the related Guaranty by Town Sports International, Inc., dated as of August 11, 1998.
64. Standard Form of Lease, by and between 420 South Riverside, LLC and TSI Croton, LLC, dated as of February 8, 2018.
65. Lease, by and between Madison-Larchmont, Inc. and TSI Larchmont, Inc. (as successor in interest to Rygo Exercise Industries, Inc.), dated as of January 1, 1998, as further amended by that certain Assignment and Assumption of Seller's Lease, dated as of November 25, 1998, as further amended by that certain Lessor's Consent and Lease Modification Agreement, dated as of November 25, 1998, as further amended by that certain Second Amendment of Lease, dated as of July 2009, as further amended by that certain Third Amendment of Lease, dated as of December 2011, as further amended by that certain Fourth Amendment to Lease, dated as of June 23, 2014, as further amended by that certain Fifth Amendment of Lease and Forbearance Agreement, dated as of June 8, 2020.
66. Lease, by and between Redmont Realty Company and TSI Whitestone, Inc., dated as of December 30, 1996, as amended by that certain Owner's Consent and Lease Modification Agreement, dated as of June 16, 1998, as further amended by that certain Letter, dated as of September 13, 2005, as further amended by that certain Letter, dated as of October 2015, as further amended by that certain Letter, dated as of November 19, 2015, as further amended by that certain Letter of Intent, dated as of October 16, 2018.
67. Lease Agreement, by and between Georgetown Square Limited Partnership and TSI Rockville, Inc., dated as of May 13, 1997, as amended by that certain First Amendment to Lease, dated as of October 31, 2007, as further amended by that certain Second Amendment to Lease, dated as of August 26, 2009, as further amended by that certain Third Amendment to Lease, dated as of January 1, 2012, as further amended by that certain Fourth Amendment to Lease, dated as of April 20, 2017, as further amended by that certain Fifth Amendment to Lease, dated as of May 31, 2019 and the related Guaranty of Lease by Town Sports International, Inc., dated as of May 13, 1997.
68. Agreement of Lease, by and between Broadway Associates and TSI West 73, Inc. (as successor in interest to D&M Royal Realty LLC), dated as of September 1, 1998, as amended by that certain First Amendment of Lease, dated as of November 12, 1999 and the related Guarantee by Town Sports International, Inc., dated as of August 25, 1994.
69. Agreement of Lease, by and between Oceanside Bowl, L.P. and TSI Oceanside, Inc., dated as of April 28, 1998, as amended by that certain Letter, dated as of April 9, 2013, as further amended by that certain Letter, dated as of May 31, 2018 and the related Guaranty by Town Sports International, Inc., dated as of April 28, 1998.
70. Lease, by and between Society Hill Clubs, LLC and TSI Society Hill, Inc., dated as of December 17, 1997, as amended by that certain Amendment to Lease, dated as of March 3, 1998, as further amended

by that certain Second Amendment to Lease, dated as of July 12, 1999, as further amended by that certain Letter, dated as of July 12, 2007, as further amended by that certain Letter, dated as of June 14, 2012, as further amended by that certain Third Amendment to Lease, dated as of April 21, 2017, as further amended by that certain Fourth Amendment to Lease, dated as of January 29, 2020 and the related Guaranty by Town Sports International, Inc., dated as of January 18, 1998.

71. Restated and Amended Commercial Lease, by and between Babson College and TSI Wellesley, Inc., dated as of July 1, 2001, as amended by that certain Amendment to Lease, dated as of July 31, 2015, as further amended by that certain Amendment of Lease, dated as of December 17, 2015, as further amended by that certain Amendment of Lease, dated as of November 18, 2015, as further amended by that certain Amendment of Lease, dated as of January 29, 2016, as further amended by that certain Letter, dated as of February 25, 2016 and the related Guaranty by Town Sports International, dated as of August 8, 2001.
72. Lease, by and between HUSA Operating Co., LLC and TSI West 125, Inc., dated as of March 11, 1998, as amended by that certain First Amendment, dated as of April 30, 2007 and the related Guaranty by Town Sports International, Inc., dated as of March 1998.
73. Lease, by and between Chelsea Eight Limited Partnership and TSI West 16, Inc. (as successor in interest to Fitness Everlasting, Inc.), dated as of August 3, 1993, as amended by that certain First Amendment to Lease, dated as of January 25, 1994, as further amended by that certain Letter, dated as of July 14, 1994, as further amended by that certain Second Amendment to Lease, dated as of September 21, 1995, as further amended by that certain Third Amendment to Lease, dated as of December 7, 1995, as further amended by that certain Fourth Amendment to Lease, dated as of April 12, 1996, as further amended by that certain Assignment and Assumption of Lease and Fifth Amendment to Lease, dated as of December 5, 2000, as further amended by that certain Collateral Assignment of Lease, dated as of December 2000, as further amended by that certain Sixth Amendment to Lease, dated as of August 14, 2012.
74. Commercial Lease, by and between Renaissance Development II LLC and TSI Garden City, Inc., dated as of July 20, 1999, as amended by that certain Modification of Lease, dated as of May 3, 2000, as further amended by that certain Modification of Lease, dated as of October 31, 2003, as further amended by that certain Third Modification of Lease, dated as of June 14, 2019 and the related Second Restated Guaranty of Payment and Performance by Town Sports International, Inc., dated as of October 31, 2003.
75. Lease, by and between Club Investors Group, LP and TSI Highpoint, LLC, dated as of January 1, 2000, as amended by that certain First Amendment to Lease, dated as of July 17, 2020, and the related Guaranty of Lease by Town Sports International, Inc., dated as of January 5, 2000.
76. Fitness Center Lease, between Nine Penn Center Associates, LP and TSI Market Street, LLC, dated as of December 29, 1999, as amended by that certain First Amendment of Office Lease, dated as of June 16, 2000, as further amended by that certain Second Amendment of Lease, dated as of October 31, 2000, as further amended by that certain Third Amendment of Lease, dated as of November 27, 2000, as further amended by that certain Fourth Amendment of Lease, dated as of June 8, 2009, as further amended by that certain Letter, dated as of November 6, 2015, as further amended by that certain Letter, dated as of January 14, 2016, as further amended by that certain Letter, dated as of February 19, 2016, as further amended by that certain Letter, dated as of March 15, 2016, as further amended by that certain Letter Agreement, dated as of April 28, 2016, as further amended by that certain Letter Agreement, dated as of May 31, 2016 and the related Guaranty of Lease by Town Sports International, Inc., dated as of December 1999.

77. Lease, by and between Related Broadway Development, LLC and TSI West 94, Inc., dated as of March 1, 2001, as amended by that certain First Amendment to Lease, dated as of March 3, 2015 and the related Ratification of Guaranty by Town Sports International, LLC, dated as of February 10, 2015.
78. Indenture of Lease, by and between Three Park Avenue Building Co., L.P. and TSI Murray Hill, Inc., dated as of August 8, 2001.
79. Lease, by and between 350 Washington Street, LLC and TSI Downtown Crossing, Inc. dated as of July 30, 2001, as amended by that certain First Amendment to Lease, dated as of May 2010, as further amended by that certain Second Amendment to Lease, dated as of March 17, 2015, as further amended by that certain Letter, dated October 4, 2011, as further amended by that certain Letter, dated September 15, 2014 and the related Guaranty of Lease by Town Sports International, Inc., dated as of July 30, 2001, as amended by that certain First Amendment to Guaranty of Lease, dated as of March 17, 2015.
80. Lease, by and between DMP Healthpoint, LLC, DMP City Square, LLC and DMP Grinberg, LLC (as successors in interest to Massachusetts Wellness and Fitness, LLC) and TSI Waltham, LLC, dated as of November 17, 2002, as amended by that certain Amendment of Lease, dated as of September 3, 2003, as further amended by that certain Second Amendment of Lease, dated as of December 17, 2003, as further amended by that certain Third Amendment of Lease, dated as of March 16, 2007, as further amended by that certain Fourth Amendment of Lease, dated as of January 2, 2010, as further amended by that certain Fifth Amendment to Lease, dated as of October 26, 2016 and the related Guaranty by Town Sports International, Inc., dated as of June 17, 2016.
81. Amended and Restated Lease, by and between Rock-McGraw, Inc. and TSI West 48, Inc., dated as of January 31, 2002, as amended by that certain Letter, dated as of December 17, 2019 and the related Guaranty Agreement by Cardio Ventures, LLC to and for the benefit of TSI West 48, Inc. , dated as of January 30, 2002.
82. Lease, by and between Park Slope Fifth Avenue NY LLC and TSI South Park Slope, Inc. dated as of December 13, 2000 and the related Guaranty by Town Sports International, Inc., dated as of December 2000.
83. Agreement of Lease, by and between 2856-2861 Steinway St. LLC and TSI Astoria, Inc., dated as of April 18, 2003, as amended by that certain First Amendment to Lease, dated as of May 19, 2005 and the related Guaranty by Town Sports International, Inc., dated as of April 14, 2003.
84. Agreement of Lease, by and between Glenmore Associates and TSI Bay Ridge, Inc. (as successor in interest to Bay Ridge Fitness, Inc.), dated as of January 19, 1998, as amended by that certain Amendment to Lease, dated as of September 3, 2000, as further amended by that certain Second Amendment to Lease, dated as of April 1, 2003, as further amended by that certain Assignment and Assumption of Seller's Lease, dated as of May 5, 2004, as further amended by that certain Owner's Consent and Lease Modification Agreement, dated as of May 5, 2004 and the related Guaranty, dated as of January 19, 1998.
85. Lease Agreement, by and between LC White Plains Recreation, LLC and TSI White Plains City Center, Inc., dated as of April 1, 2004, as amended by that certain Amendment to Lease and Certain Amended and Restated Work Letter, dated as of August 2, 2004, as further amended by that certain Second Amendment to Lease, dated as of February 2, 2006, as further amended by that certain Letter Agreement, dated as of January 5, 2010, as further amended by that certain Amendment to Letter Agreement, dated as of January 24, 2011, as further amended by that certain Second Amendment to Letter Agreement, dated as of September 15, 2012, as further amended by that certain Third Amendment to Lease, dated as of September 15, 2020 and the related Guaranty of Lease by Town Sports International, Inc., dated as of April 2004, as amended by that certain Guaranty Rider, dated as of September 9, 2020.

86. Lease, by and between Broadway Hawthorne, LLC and TSI Hawthorne, Inc., dated as of May 2005, as amended by that certain First Amendment to Lease, dated as of September 20, 2005 and the related Guaranty by Town Sports International, Inc., dated as of May 2005.
87. Lease, by and between TSI Boylston and 501 Boylston Street Property LLC, dated as of November 29, 2004, as amended by that certain Lease Amendment No. 1, dated as of July 11, 2005 and the related Guarantee by Town Sports International, Inc., dated as of 2004.
88. Agreement of Lease, by and between South End/Berkeley LLC and TSI South End, Inc. dated as of November 9, 2004 and the related Guaranty by Town Sports International, Inc., dated as of November 9, 2004.
89. Lease, by and between The Rector, Church-Wardens and Vestrymen of Trinity Church in the City of New York and TSI Varick Street, Inc., dated as of August 1, 2005 and the related Guaranty by Town Sports International, Inc., dated as of August 1, 2005.
90. Lease Agreement, by and between 210 14th Street LLC and TSI Hoboken North, LLC, dated March 18, 2004 and the related Guaranty by Town Sports International, Inc., dated as of March 2004.
91. Lease, by and between Atlas Park LLC and TSI Glendale LLC, dated as of January 18, 2006, as amended by that certain First Amendment to Lease and Extension of Term, dated as of May 22, 2019 and the related Guaranty by Town Sports International, Inc., dated as of January 18, 2006.
92. Lease, by and between VNO 99-01 Queens Blvd LLC and TSI Rego Park, Inc., dated as of May 16, 2006, as amended by that certain Letter, dated as of June 29, 2016 and the related Guaranty by Town Sports International, Inc., dated as of May 16, 2006.
93. Lease Agreement, by and between Gandol Realty Corporation and TSI Carmel, LLC, dated as of May 2006, as amended by that certain Rent Reconciliation Agreement, dated as of May 24, 2019 and the related Guaranty Agreement by Town Sports International, Inc., dated as of May 2006.
94. Lease Agreement, by and between Site 6 LLC and TSI West 145th Street, LLC, dated as of December 13, 2006, as amended by that certain First Amendment to Lease, dated as of May 2, 2007, as further amended by that certain Letter Agreement, dated as of May 15, 2007, as further amended by that certain Letter Agreement, dated as of March 20, 2008, as further amended by that certain Amendment to Lease, dated as of June 7, 2012, as further amended by that certain Amendment of Lease and Forbearance Agreement, dated as of April 1, 2020 and the related Guaranty by Town Sports International, Inc., dated as of March 1998.
95. Lease, by and between 39-01 QB LLC and TSI Sunnyside, LLC, dated as of May 17, 2007 and the related Guaranty by Town Sports International Holdings, Inc., dated as of May 17, 2007.
96. Lease, by and between Davis Square LLC and TSI Davis Square, LLC, dated as of May 19, 2006, as amended by that First Amendment to Lease, dated as of January 30, 2009, as further amended by that certain Second Amendment to Lease, dated as of August 29, 2019 and the related Guaranty by Town Sports International, Inc., dated as of May 19, 2006, as amended by that certain First Amendment to Guaranty, dated as of January 30, 2009.
97. Lease, by and between Country View Commons, LLC and TSI Smithtown, Inc., dated as of October 28, 2005, as amended by that certain Amendment to Lease, dated as of October 29, 2014, as further amended by that certain Second Amendment to Lease, dated as of December 10, 2018 and the related Guaranty by Town Sports International, Inc.
98. Lease, by and between One Lawrence Street, LLC and TSI Dobbs Ferry, Inc., dated as of February 27, 2006, as amended by that certain Assignment and Assumption of Leases, dated as of August 12, 2011 and related Guaranty, dated as of February 15, 2006, by Town Sports International, Inc. and Parking

Lot Lease, dated as of March 3, 2010, by and between Akzo Nobel Chemicals Inc. and TSI Dobbs Ferry, LLC.

99. Lease, by and between DC USA Operating Co., LLC and Columbia Heights, Inc., dated as of November 2005, and the related Guaranty by Town Sports International, Inc., dated as of 2005.
100. Lease, by and between Westborough CC LLC and TSI Westborough, LLC, dated as of June 13, 2007, and the related Guaranty by Town Sports International, LLC, dated as of June 13, 2007.
101. Lease Agreement, by and between 100 Duffy, LLC and TSI Hicksville, LLC, dated as of February 12, 2007, as amended by that certain First Amendment to Lease, dated as of December 21, 2007, as further amended by that certain Second Amendment to Lease, dated as of April 30, 2008, as further amended by that certain Third Amendment to Lease, dated as of July 25, 2013, as further amended by that certain Fourth Amendment to Lease, dated as of March 17, 2015 and the related Declaration of Restrictive Covenants, by 100 Duffy, LLC, dated as of September 12, 2006 and the related Guaranty by Town Sports International, LLC, dated as of February 12, 2007.
102. Lease, by and between 400 MetroNorth Corporate Center LLC and TSI Woburn LLC, dated as of October 25, 2007, as amended by that certain Letter, dated as of October 3, 2017 and the related Guaranty by Town Sports International, Inc., dated as of October 25, 2007.
103. Indenture of Lease, by and between BP 111 Huntington Avenue LLC and TSI Back Bay, LLC (as successor in interest to Fitcorp Healthcare Centers, Inc.), dated as of June 1, 2011, as amended by that certain Landlord Acknowledgement and Assignment and Assumption of Lease and Amendment of Lease, dated as of May 17, 2013 and the related Guaranty Agreement by Town Sports International, LLC, dated as of March 17, 2013.
104. Reinstatement, Amendment and Restatement of Lease, by and between Superior Realty Co., Inc. and TSI Dorchester LLC, dated as of May 1, 2017, as amended by that certain Rent Deferral, dated as of April 12, 2020.
105. Lease, by and between WTC Retail LLC and TSI Wayland, LLC, dated as of October 15, 2013 and the related Payment Guaranty Agreement, dated as of October 15, 2013, by Town Sports International, LLC.
106. Agreement of Lease, by and between Gotham Broad LLC and BFX 30 Broad Street, LLC, dated as of April 7, 2014, as amended by that certain First Amendment of Lease, dated as of June 2014, as further amended by that certain Second Amendment to Lease, dated as of March 4, 2016, as further amended by that certain Third Amendment of Lease, dated as January 1, 2018 and the related Limited Guaranty by Town Sports International, LLC, dated as of April 7, 2014.
107. Agreement of Lease, by and between Main 38 Realty, Inc. and TSI Lucille 38th Avenue, LLC (successor in interest to LRHC Flushing NY, LLC), dated as of August 15, 2011, as amended by that certain Assignment and Assumption of Lease, dated as of August 11, 2017.
108. Agreement of Lease, by and between Austin-Forest Associates and TSI-Lucille Austin Street, LLC (successor in interest to The Fitness Place Forest), dated as of June 11, 1996, as amended by that certain Assignment and Assumption of Lease, dated as of September 11, 2017.
109. Agreement of Lease, by and between Styertowne Shopping Center and TSI - Lucille Clifton, LLC (successor in interest to Clifton NJ Fitness LLC), dated as of September 2009, as amended by that certain First Amendment to Lease, dated as of December 6, 2011, as further amended by that certain Assignment and Assumption of Lease, dated as of September 11, 2017.
110. Agreement of Lease, by and between County Holding Corp. and TSI - Lucille Kings Highway, LLC (successor in interest to Kings Highway Spa, Inc. (d/b/a Lucille Roberts)), dated as of April 19,

2017, as amended by that certain Assignment and Assumption of Lease, dated as of September 11, 2017.

111. Agreement of Lease, by and between Serota Valley Stream, LLC and TSI - Lucille Valley Stream, LLC (successor in interest to 225 West Merrick Road, LLC), dated as of February 14, 2007, as amended by that certain Assignment and Assumption Agreement, dated as of September 11, 2017.
112. Shopping Center Lease Agreement, by and between Lags Ventures, Inc. and TSI - ATC Boy Scout, LLC (successor in interest to ATC Fitness Fort Myers 2, LLC), dated as of October 2013, as amended by that certain Assignment and Assumption of Lease, Amendment and Landlord Consent, dated as of February 27, 2019, as further amended by that certain Second Amendment to Lease, dated as of July 14, 2020 and the related Limited Guaranty by TSI-ATC Holdco, LLC, dated as of February 21, 2019, and related Indemnity and Reimbursement Agreement for Guaranty, dated as of February 26, 2019.
113. Lease, by and between KRG Fort Meyers Colonial Square, LLC and ATC Fitness Cape Coral, LLC, dated as of May 15, 2012, as amended by that certain First Lease Amendment, dated as of December 8, 2012, as further amended by that certain Second Lease Amendment, dated as of June 29, 2017, as further amended by that certain Assignment and Assumption and Third Amendment to Lease, dated as of April 2, 2019 and the related Guaranty Rider, dated as of April 2, 2019.
114. Amended and Restated Lease Agreement, by and between Store Master Funding XI, LLC and TSI - ATC Cape Coral, LLC, dated as of February 27, 2019, as amended by that certain Amendment to Amended and Restated Lease Agreement, dated as of April 1, 2020.
115. BMI Music Performance Agreement, by and between Broadcast Music, Inc. and Town Sports International, LLC, dated as of July 31, 2018.
116. Agreement, dated September 11, 1979, by and between Intercity Verwaltungs AG and Town Sports International, LLC, as amended by that certain Amendment 1, dated September 18, 1979, as further amended by that certain Amendment 2, dated December 12, 1994, as further amended by that certain Amendment 3, dated August 22, 2005, as further amended by that certain Amendment 4, dated October 12, 2012.
117. Pre-Agreement, dated April 6, 2000, by and between Genossenschaft Fussballstadion St. Jakob, Basel and Town Sports International, LLC and related Details of Agreement, dated August 9, 2001, as further amended by that certain Amendment 1, undated, and related Agreement, dated December 12, 2001, by and between Musfeld AG and Town Sports International, LLC.
118. Agreement, dated November 6, 2014, by and between SUVA Luzern and Town Sports International, LLC, as amended by that certain Amendment 1, dated July 1, 2016.
119. Lease by and between Atlantica Enterprises, LLC and Town Sports International, LLC dated as of the 6th day of July, 2016, as amended by that First Amendment dated as of the 6th day of June, 2018, as further amended by that certain Second Amendment to Lease dated as of the 21st day of November, 2019, as further amended by that certain Lease Agreement dated as of the 20th day of November, 2020.
120. Lease by and between Rosman Center L.L.C., and TSI Garneville, LLC dated as of the 3rd day of August, 2007, as amended by that certain Amendment #1 dated as of the 12th day of September, 2008, and further amended by that Amendment #2 dated as of the 27th day of January, 2010, and further amended by that Amendment #3 dated as of the 2nd day of March, 2011 and the related Guaranty dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 2007.
121. Agreement for American Express Card Acceptance, by and between American Express Travel Related Services Company, Inc. and Town Sports International, LLC.
122. Merchant Services Bankcard Agreement, by and between The Chase Manhattan Bank, Chase Merchant Services LLC, and Town Sports International, Inc. dated November 29, 2001, as amended

by that certain Merchant Bankcard Addendum to Merchant Services Bankcard Agreement, by and between First Data Services, LLC and Town Sports International Holdings, Inc., dated April 6, 2009.

123. Amendment of the Merchant Services Agreement dated April 19, 2018, by and between First Data Services, LLC, Bank of America, N.A. and Town Sports Group, LLC, dated June 24, 2019.
124. Amendment No. 2 to Merchant Services Bankcard Agreement dated June 18, 2001, by and between First Data Services, LLC, Bank of America, N.A. and Town Sports International, LLC, dated April 19, 2018.
125. Oracle License and Services Agreement, dated May 24, 2012, by and between Oracle America Inc. and Town Sports International LLC.
126. Technical Support Services Renewal Order, dated May 23, 2020, by and between Oracle America, Inc. and Town Sports International LLC.